

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

MAGTEN ASSET MANAGEMENT CORP.
and LAW DEBENTURE TRUST COMPANY OF
NEW YORK,

Plaintiffs,

V.

Civil Action No. 04-1494-JJF

NORTHWESTERN CORPORATION,

Defendant.

MAGTEN ASSET MANAGEMENT CORP.,

Plaintiff,

V.

Civil Action No. 05-499-JJF

MIKE J. HANSON and ERNIE J. KINDT,

Defendants.

[illegible]

NANCY E. DELANEY, being duly sworn, deposes and says:

1. I have been admitted pro hac vice to the bar of this Court and am a member of the firm of Curtis, Mallet-Prevost, Colt & Mosle LLP, counsel for defendant NorthWestern Corporation (“NorthWestern”) in this matter. I submit this affidavit in support of NorthWestern’s Motion for Summary Judgment pursuant to Fed. R. Civ. P. 56.

2. Attached as Exhibit 1 is a true and correct copy of excerpts from the deposition of Talton R. Embry dated July 12, 2007.

3. Attached as Exhibit 2 is a true and correct copy of excerpts from the deposition of Mary Lewicki dated May 2, 2007.

4. Attached as Exhibit 3 is a true and correct copy of NorthWestern's Form 8-K filed Oct. 3, 2000.

5. Attached as Exhibit 4 is a true and correct copy of NorthWestern's U-1 Application Under the Public Utility Holding Company Act of 1935 dated Feb. 14, 2002.

6. Attached as Exhibit 5 is a true and correct copy of excerpts from the Joint Application of the Montana Power Co. and NorthWestern Corp. for Approval of Disposition of Jurisdictional Facilities, submitted to the Federal Energy Regulatory Commission ("FERC"), Docket No. EC01-47-000 dated Dec. 20, 2000.

7. Attached as Exhibit 6 is a true and correct copy of the FERC Order Authorizing Disposition of Jurisdictional Facilities issued Feb. 20, 2001.

8. Attached as Exhibit 7 is a true and correct copy of the Joint Application of The Montana Power Company and NorthWestern Corporation to the Montana Public Service Commission dated Jan. 11, 2001.

9. Attached as Exhibit 8 is a true and correct copy of Final Order No. 6353c of the Montana Public Service Commission dated Jan. 31, 2002.

10. Attached as Exhibit 9 is a true and correct copy of excerpts from NorthWestern's Form 8-K filed Jan. 28, 2002.

11. Attached as Exhibit 10 is a true and correct copy of excerpts from NorthWestern's Form 10-K filed Apr. 15, 2003.

12. Attached as Exhibit 11 is a true and correct copy of NorthWestern's Mar. 12, 2002 press release.

13. Attached as Exhibit 12 is a true and correct copy of NorthWestern's Application to FERC for Authorization of the Assumption of Liabilities and Authorization for Exemption from Competitive Bidding and Negotiated Offer Requirements and Expedited Treatment, Docket No. ES03-8-000 dated Oct. 25, 2002, with a cover letter from Paul, Hastings, Janofsky & Walker LLP to Hon. Magalie R. Salas dated Oct. 30, 2002 enclosing replacement exhibits.

14. Attached as Exhibit 13 is a true and correct copy of a letter from Michael C. McLaughlin, FERC Director, Division of Tariffs and Market Development – Central to Alan D. Dietrich dated Nov. 15, 2002.

15. Attached as Exhibit 14 is a true and correct copy of NorthWestern's Form 8-K filed Nov. 20, 2002.

16. Attached as Exhibit 15 is a true and correct copy of NorthWestern's Form 8-K filed May 27, 2003.

17. Attached as Exhibit 16 is a true and correct copy of NorthWestern's Form 8-K filed Dec. 13, 2002.

18. Attached as Exhibit 17 is a true and correct copy of an SEC Order Instituting Cease-And-Desist Proceedings, Making Findings and Imposing a Cease-And-Desist Order Pursuant to Section 21C of the Securities Exchange Act of 1934 in *In Re: NorthWestern, Corp.*, File No. 3-12585 dated Mar. 7, 2007.

19. Attached as Exhibit 18 is a true and correct copy of excerpts from NorthWestern's Form 8-K filed Apr. 16, 2003.

20. Attached as Exhibit 19 is a true and correct copy of excerpts from the deposition of Paul A. Marcus dated Nov. 13, 2007.

21. Attached as Exhibit 20 is a true and correct copy of excerpts from the deposition of Robert W. Berliner dated Nov. 8, 2007.

22. Attached as Exhibit 21 is a true and correct copy of excerpts from the Report of Paul A. Marcus dated Sept. 19, 2007.

23. Attached as Exhibit 22 is a true and correct copy of the Credit Agreement among NorthWestern Corporation and certain lenders dated Jan. 14, 2002.

24. Attached as Exhibit 23 is a true and correct copy of the Minutes of the Regular Meeting of NorthWestern Corporation's Board of Directors dated Aug. 7, 2002.

25. Attached as Exhibit 24 is a true and correct copy of the Asset and Stock Transfer Agreement by and between NorthWestern Energy, L.L.C. and NorthWestern Corporation dated Nov. 15, 2002.

26. Attached as Exhibit 25 is a true and correct copy of the Maintenance and Operating Costs Support Agreement between NorthWestern Corporation and NorthWestern Energy, L.L.C. dated Nov. 15, 2002.

27. Attached as Exhibit 26 is a true and correct copy of the Environmental Liabilities Support Agreement between NorthWestern Corporation and NorthWestern Energy, L.L.C. dated Nov. 15, 2002.

28. Attached as Exhibit 27 is a true and correct copy of the Indenture between The Montana Power Company and The Bank of New York dated Nov. 1, 1996.

29. Attached as Exhibit 28 is a true and correct copy of the Amended and Restated Trust Agreement among The Montana Power Company, The Bank of New York and The Bank of New York (Delaware) dated Nov. 1, 1996

30. Attached as Exhibit 29 is a true and correct copy of the Prospectus for the 8.45% Cumulative Quarterly Income Preferred Securities ("QUIPS") dated Nov. 1, 1996.

31. Attached as Exhibit 30 is a true and correct copy of the First Supplemental Indenture executed by Montana Power LLC and The Bank of New York dated Feb. 13, 2002.

32. Attached as Exhibit 31 is a true and correct copy of the Second Supplemental Indenture executed by NorthWestern Energy LLC, NorthWestern Corp. and The Bank of New York dated Aug. 13, 2002.

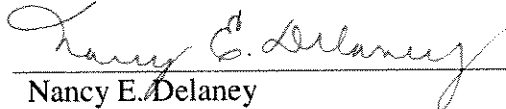
33. Attached as Exhibit 32 is a true and correct copy of the Third Supplemental Indenture executed by NorthWestern Corp. and The Bank of New York dated Nov. 15, 2002.

34. Attached as Exhibit 33 is a true and correct copy of the Officer's Certificate signed by Michael J. Hanson dated Nov. 15, 2002.

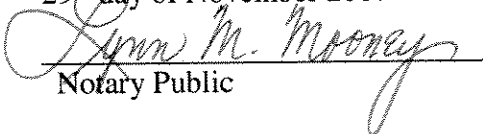
35. Attached as Exhibit 34 is a true and correct copy of the opinion letter by Paul, Hastings, Janofsky & Walker LLP to The Bank of New York dated Nov. 15, 2002.

36. Attached as Exhibit 35 is a true and correct copy of the Going Concern Memo prepared by Cliff Hoffman and Craig R. Arends of Deloitte & Touche LLP dated Apr. 2, 2003.

37. Attached as Exhibit 36 is a true and correct copy of Deposition Exhibit 1 from the deposition of Mary Lewicki dated May 2, 2007.


Nancy E. Delaney

Sworn to before me this
29th day of November 2007


Notary Public

LYNN M. MOONEY
Notary Public, State of New York
No. 01MO4841073
Qualified in Queens County
Certificate Filed in New York County
Commission Expires June 30, 2011